

RECORDATION NO. 27050-A FILED

JUN 29 '07 -4 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
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June 29, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of June 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease being filed with the Board under Recordation Number 27050.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Assignee: Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, NY 08830

Mr. Vernon A. Williams
June 29, 2007
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A description of the railroad equipment covered by the enclosed document is:

91 railcars:

50 – DOWX 7180 – DOWX 7229

41 – DOWX 6874 – DOWX 6915 (excluding DOWX 6894)

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered into as of June 28, 2007, by and between The Andersons, Inc. ("Assignor") and Siemens Financial Services, Inc. ("Assignee").

WHEREAS, The Andersons, Inc., as successor Lessor to Citicorp Railmark, Inc. and The Dow Chemical Co. as Lessee, have heretofore entered into that certain Lease of Railroad Equipment, dated as of March 1, 1981, and Lease Extension Agreement to the Lease dated as of October 1, 2005 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 27050.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

[Signature Pages to Follow]

ASSIGNOR: THE ANDERSONS, INC.

By: Nicholas Conrad
Nicholas C. Conrad
Assistant Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, Assistant Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

29th In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of June, 2007.



Judy A. Baldwin
Notary Public
My commission expires 02/01/2010

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: Robert Knapp

Name: Robert Knapp

Title: Senior Vice President

STATE OF NEW JERSEY)
) ss:
COUNTY OF MIDDLESEX)

Before me, a Notary Public, in and for said county and state, personally appeared Robert Knapp, the Senior Vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal this 29th day of June, 2007.

Antoinette Puccia
Notary Public
My Commission Expires: _____

ANTOINETTE PUCCIA
Notary Public, State of New Jersey
My Commission Expires November 15, 2011

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: Carol Walters

Name: CAROL WALTERS

Title: VICE PRESIDENT-DOCUMENTATION

STATE OF NEW JERSEY)
) ss:
COUNTY OF MIDDLESEX)

Before me, a Notary Public, in and for said county and state, personally appeared Carol Walters, the Vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal this 27th day of June, 2007.

Antoinette Puccia
Notary Public
My Commission Expires: _____

ANTOINETTE PUCCIA
Notary Public, State of New Jersey
My Commission Expires November 15, 2011

Equipment

Fifty (50) 16 M GL Coiled and Insulated Tank Cars, marked as follows:

DOWX007180	DOWX007190	DOWX007200	DOWX007210	DOWX007220
DOWX007181	DOWX007191	DOWX007201	DOWX007211	DOWX007221
DOWX007182	DOWX007192	DOWX007202	DOWX007212	DOWX007222
DOWX007183	DOWX007193	DOWX007203	DOWX007213	DOWX007223
DOWX007184	DOWX007194	DOWX007204	DOWX007214	DOWX007224
DOWX007185	DOWX007195	DOWX007205	DOWX007215	DOWX007225
DOWX007186	DOWX007196	DOWX007206	DOWX007216	DOWX007226
DOWX007187	DOWX007197	DOWX007207	DOWX007217	DOWX007227
DOWX007188	DOWX007198	DOWX007208	DOWX007218	DOWX007228
DOWX007189	DOWX007199	DOWX007209	DOWX007219	DOWX007229

Forty one (41) 20 M GL Rubber Lined Tank Cars, marked as follows:

DOWX006874	DOWX006883	DOWX006892	DOWX006902	DOWX006911
DOWX006875	DOWX006884	DOWX006893	DOWX006903	DOWX006912
DOWX006876	DOWX006885	DOWX006895	DOWX006904	DOWX006913
DOWX006877	DOWX006886	DOWX006896	DOWX006905	DOWX006914
DOWX006878	DOWX006887	DOWX006897	DOWX006906	DOWX006915
DOWX006879	DOWX006888	DOWX006898	DOWX006907	
DOWX006880	DOWX006889	DOWX006899	DOWX006908	
DOWX006881	DOWX006890	DOWX006900	DOWX006909	
DOWX006882	DOWX006891	DOWX006901	DOWX006910	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/29/07



Robert W. Alvord